

County of Fairfax, Virginia

MEMORANDUM

Office of the County Attorney Suite 549, 12000 Government Center Parkway Fairfax, Virginia 22035-0064 Phone: (703) 324-2421; Fax: (703) 324-2665 www.fairfaxcounty.gov

DATE:

June 2, 2014

TO:

Megan B. Duca, Staff Coordinator

Zoning Evaluation Division

Department of Planning and Zoning

FROM:

SUBJECT:

Jo Ellen Groves, Paralegal **Y** Office of the County Attorney

Affidavit

Application No.: PCA/FDPA 2012-MV-007

Applicant: CRP Belvoir, LLC PC Hearing Date: 6/12/14 BOS Hearing Date: 6/17/14

REF.:

123612

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 6/2/14 which bears my initials and is numbered 123612c, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Jonathan Buono, Planning Technician I (Sent via e-mail)

Zoning Evaluation Division

Department of Planning and Zoning

REZONING AFFIDAVIT

JUN 2 2014

| DATI | E: | |
|--|---|---|
| | (enter date affidavit is notarized) | |
| I, Lori R. Greenlief | , do here | by state that I am an |
| (enter name of applicant or | | 123612c |
| (check one) [] appl [] appl | icant icant's authorized agent listed in Par. 1(a) bel | |
| in Application No.(s): PCA/FDPA | A 2012-MV-007 | |
| (ente | er County-assigned application number(s), e.ş | g. RZ 88-V-001) |
| and that, to the best of my knowled | dge and belief, the following information is to | rue: |
| owners, contract application,* and, if any of and all ATTORNEYS and behalf of any of the forego (NOTE: All relationships Multiple relationships may Applicant/Title Owner, et parcel(s) for each owner(s) | PURCHASERS, and LESSEES of the land the foregoing is a TRUSTEE,** each BEND REAL ESTATE BROKERS, and all AGE ing with respect to the application: to the application listed above in BOLD print be listed together, e.g., Attorney/Agent, Cotc. For a multiparcel application, list the Tax in the Relationship column.) | described in the EFICIARY of such trust, ENTS who have acted on at must be disclosed. Intract Purchaser/Lessee, Map Number(s) of the |
| NAME (enter first name, middle initial, and last name) | ADDRESS (enter number, street, city, state, and zip code) | RELATIONSHIP(S) (enter applicable relationships listed in BOLD above) |
| CRP Belvoir, LLC Agent: Jonathan C. Mayers Josh E. Fidler | 4750 Owings Mill Boulevard Owings Mills, MD 21117 | Applicant/Title Owner of Tax Map 109-1 ((1)) 5, 6, 7, 8, 9, 13, 14, 15, 16 |
| Bainbridge Communities Acquisition III, LLC Agent: Joshua L. Wooldridge Thomas J. Keady Neil (nmi) Goradia Richard A. Schechter | 7700 Wisconsin Avenue, Suite 410 Bethesda, MD 20814 | Agent for Applicant |

(check if applicable)

- [] There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.
- * In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.
- ** List as follows: <u>Name of trustee</u>, Trustee for (<u>name of trust</u>, if applicable), for the benefit of: (<u>state name of each beneficiary</u>).

| Page | 1 | of | 1 | |
|------|---|----|---|--|
| | | | | |

| | DATE: | |
|--------------------------|--|---|
| for Application No. (s): | (enter date affidavit is notarized) PCA/FDPA 2012-MV-007 | |
| | (enter County-assigned application number (s)) | - |

123612C

(<u>NOTE</u>: All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent**, **Contract Purchaser/Lessee**, **Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

| NAME (enter first name, middle initial, and last name) | ADDRESS (enter number, street, city, state, and zip code) | RELATIONSHIP(S) (enter applicable relationships listed in BOLD above) |
|--|--|--|
| Charles P. Johnson & Associates, Inc. Agent: Charles P. Johnson (former) Paul B. Johnson Allan D. Baken Henry M. Fox, Jr. | 3959 Pender Drive, #210 Fairfax, VA 22030 | Engineer/Agent for Applicant |
| J. Davis Architects, PLLC Agent: Jeffrey T. Davis | 510 Glenwood Avenue Raleigh, NC 27603 | Architect/Agent for Applicant |
| McGuireWoods LLP Agents: Scott E. Adams Lianne E. Childress | 1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102 | Attorney/Agent for Applicant Attorney/Agent |
| David R. Gill Jonathan P. Rak Gregory A. Riegle Mark M. Viani (former) Kenneth W. Wire Sheri L. Akin Lisa M. Chiblow Lori R. Greenlief | | Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent |
| Canterbury Associates L.P. Agent: Patricia J.M. Blackburn Kenneth A. Isen | 3020 Hamaker Court, Suite 301 Fairfax, VA 22031 | Title Owner of Tax Map No. 109-1 ((1)) 2 |
| Fairfax County Board of Supervisors, a body corporate and politic Agent: Edward L. Long Jr. | 12000 Government Center Parkway Fairfax, VA 22035 | Title Owner of a portion of Anderson Lane right-of-way |

(check if applicable)

[] There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: JUN 2 2014

(enter date affidavit is notarized)

1236120

for Application No. (s): PCA/FDPA 2012-MV-007

(enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:

(NOTE: Include SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)
CRP Belvoir, LLC
4750 Owings Mill Boulevard
Owings Mills, MD 21117

DESCRIPTION OF CORPORATION: (check one statement)

- [1] There are 10 or less shareholders, and all of the shareholders are listed below.
- [] There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Belvoir CRP MF, LLC, sole member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. President, Vice President, Secretary, Treasurer, etc.)

Lawrence M. Macks, CEO Josh E. Fidler, COO/VP/Secretary Jonathan C. Mayers, Pres./Asst. Secretary Steven D. Kesler, Treasurer Christopher Flury, Asst. Treasurer

(check if applicable) [7] There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

| | | NCZU | ning Attach | ment to 1 ar. 1 | | |
|---|---|--|--|--|--|-----------------|
| | | DATE: | JUN | 2 2014 | | 123612 |
| for Application 1 | Jo (a): PCA | \FDPA 2013 | (enter date a 2-MV-007 | ffidavit is notariz | zed) | |
| Tor Application 1 | 10. (8). 101 | (enter Cour | ity-assigned | application num | ber (s)) | |
| NAME & ADDE Belvoir CRP MF, LI 4750 Owings Mills B Owings Mills, MD | .C Boulevard | PRPORATIO | N: (enter cor | nplete name, num | ber, street, city, state | , and zip code) |
| Г [] с Г [] | There are 10 or There are <u>more</u> lass of stock in There are <u>more</u> | tless sharehole than 10 sharelessued by said contact than 10 shareless | ders, and all on holders, and a corporation are holders, but n | of the shareholders ll of the sharehold e listed below. | ers owning 10% or r s 10% or more of an | |
| NAMES OF TH | E SHAREH | OLDER: (en | ter first name, | middle initial, and | d last name) | |
| CRP Residential Part | ners, LLC, sole | nember | | | | |
| · | | | | | | |
| NAMES OF OF President, Vice-P | | | | name, middle initi | al, last name, and tit | le, e.g. |
| | | | | | | |
| NAME & ADDR CRP Residential Part 4750 Ownings Mills Owings Mills, MD 2 | ners, LLC Boulevard | RPORATION | ====================================== | lete name, numbe | r, street, city, state, a | and zip code) |
| [] 7 c [] 7 | There are 10 or There are more lass of stock i There are more | c less sharehold than 10 share ssued by said of than 10 share | ders, and all o holders, and a corporation ar holders, but <u>n</u> | f the shareholders all of the sharehold be listed below. | lers owning 10% or as 10% or more of ar | |
| NAMES OF THI | E SHAREHO | LDERS: (ent | er first name, | middle initial, and | d last name) | |
| CRP Multi-Family F BDC Chesapeake, LI | | ninistrative memb | eer | | | |
| NAMES OF OF President, Vice-F | | | | name, middle init | ial, last name, and tit | le, e.g. |
| | | | | | | |
| (check if applicabl | e) [/] | | | information and Pa Par. 1(b)" form. | ur. 1(b) is continued fu | arther on a |

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| for Ameliostics | . No. (a). | PCA/FDPA 20 | (enter date aff | idavit is notarized) | | 23000 |
| for Application | 1 No. (8): | (enter Co | ounty-assigned ap | oplication number (| (3)) | |
| NAME & ADI BDC Chesapeake 5301 Wisconsin A Washington, DC | LLC venue, NW, | | ION: (enter comp | olete name, number, s | creet, city, state, and zip cod | e) |
| DESCRIPTIO [/] [] | There are class of so | e 10 or less sharel e more than 10 sha tock issued by sai e more than 10 sha | areholders, and all d corporation are areholders, but <u>no</u> | the shareholders are l of the shareholders o isted below. | wning 10% or more of any 6 or more of any class of | |
| NAMES OF T | HE SHA | REHOLDER: (| enter first name, n | niddle initial, and last | name) | |
| BDC CRP Holding | g, LLC | | | • | | |
| | | | | | | |
| President, Vice | Presiden PRESS OF G, LLC venue, NW, | t, Secretary, Tre | asurer, etc.) | · · | et name, and title, e.g. | |
| DESCRIPTIO [/] [] [] NAMES OF T | There are class of s There are of stock i | e 10 or less sharehe more than 10 shatock issued by sa more than 10 shaissued by said corrected by sai | areholders, and all id corporation are archolders, but no poration, and no senter first name, n | the shareholders are lof the shareholders of listed below. shareholder owns 10 hareholders are listed hiddle initial, and last | wning 10% or more of any % or more of any class below. name) | |
| Granite Property, CRV CRP, LLC* BDC Realty Fund | | *Does not own | 10% or more of CRP | Belvoir, LLC, the Appli | eant/Title Owner | |
| | | S & DIRECTO | | ame, middle initial, la | st name, and title, e.g. | |
| (check if applica | able) | | nore corporation in g Attachment to Pa | |) is continued further on a | |

| | | DATE: | JUN | 2 2014 | 1236120 |
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| for Application No. | (s) PCA/ | (eı | nter date af MV-007 | fidavit is notarized) | |
| Tor reprioution 110. | (5). | (enter County | -assigned a | pplication number | (s)) |
| NAME & ADDRES Granite Property, LLC 5301 Wisconsin Avene, Washington, DC 20015 | | | e (enter com | plete name, number, | street, city, state, and zip code) |
| [] Ther class [] Ther | re are 10 or 1 re are more to s of stock iss re are more to | ess shareholde han 10 shareho ued by said cor han 10 shareho | rs, and all of lders, and all poration are lders, but no | The shareholders are l of the shareholders of listed below. | owning 10% or more of any % or more of any class of |
| NAMES OF THE S Evan Brown 2011 Trust of Rachel Brown 2011 Trust Bernstein Development C *Does not own 10% or m | ı/a f/b/o Evan l t u/a f/b/o Racl Corporation* | Brown and Marga hel Brown and Ma | iret Hamburg argaret Hambu | arg | t name) |
| NAMES OF OFFIC President, Vice-Pres | | | | ame, middle initial, la | ast name, and title, e.g. |
| NAME & ADDRES BDC Realty Fund III, LL 5301 Wisconsin Avenue, Washington, DC 20015 | C | | enter comp | ete name, number, st | reet, city, state, and zip code) |
| [/] The class [] The | re are <u>10 or l</u> re are <u>more t</u> s of stock iss re are <u>more t</u> | ess shareholder han 10 shareho lued by said cor han 10 shareho | rs, and all of ders, and a poration are ders, but no | the shareholders are l of the shareholders listed below. | owning 10% or more of any 0% or more of any class |
| NAMES OF THE S | HAREHOL | DERS: (enter | first name, | niddle initial, and las | t name) |
| Columbia Realty Venture Granite Property, LLC | e, LLC | | | | |
| NAMES OF OFFIC President, Vice-Pres | | | | name, middle initial, l | ast name, and title, e.g. |
| (check if applicable) | [/] | There is more "Rezoning Atta | | | b) is continued further on a |

| | DATE: | JUN | 2 2014 | 1271 |
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| | | enter date at | fidavit is notarized) | 1236 |
| on No. (s): | (enter Count | -MV-00/ | annlication number (| (a)) |
| Venture, LL Avenue, NW | F CORPORATION | • | | |
| There are class of s | e 10 or less sharehold e more than 10 sharehotock issued by said commore than 10 sharehot common than 10 sharehot comm | lers, and all o olders, and all orporation are olders, but <u>no</u> | f the shareholders are all of the shareholders of listed below. b shareholder owns 10 | wning 10% or more of any or more of any class of |
| THE SHA | REHOLDER: (ente | er first name, | middle initial, and las | name) |
| imited Partne | rship* | Applicant/Title | e Owner | |
| e-Presiden | t, Secretary, Treasu | rer, etc.) | | |
| n & Associat e, #210 | | (enter comp | lete name, number, sti | eet, city, state, and zip code) |
| There are There are class of s There are | e 10 or less sharehold e more than 10 shareh stock issued by said co e more than 10 shareh | ers, and all of olders, and a orporation are olders, but ne | the shareholders are last of the shareholders of the shareholders of the last of the shareholder owns 10 shareholder owns 10 | owning 10% or more of any % or more of any class |
| NIE OILLE | PEHOI DEDS, (anta | er first name. | middle initial, and last | name) |
| | DRESS OF Venture, LL Avenue, NW 20015 ON OF CO There are class of s There are stock issuer that the SHA Ventures, LL imited Partne 0% or more of the company of the compa | con No. (s): PCA/FDPA 2012 (enter County) PDRESS OF CORPORATION Venture, LLC Avenue, NW, Suite 600 20015 PON OF CORPORATION: (cl. There are 10 or less sharehold There are more than 10 shareh class of stock issued by said corporation THE SHAREHOLDER: (enter Ventures, LLC* imited Partnership* 0% or more of CRP Belvoir, LLC, the OFFICERS & DIRECTORS: re-President, Secretary, Treasu DRESS OF CORPORATION: (che There are 10 or less sharehold There are 10 or less sharehold There are more than 10 shareh class of stock issued by said corporation There are more than 10 shareh class of stock issued by said corporation There are more than 10 shareh class of stock issued by said corporation There are more than 10 shareh class of stock issued by said corporation There are more than 10 shareh class of stock issued by said corporation There are more than 10 shareh class of stock issued by said corporation There are more than 10 shareh | (enter date af PCA/FDPA 2012-MV-007 (enter County-assigned a PCA/FDPA 2012-MV-007 (enter County-assigned a PORESS OF CORPORATION: (enter composition of the point of the poi | (enter date affidavit is notarized) on No. (s): PCA/FDPA 2012-MV-007 (enter County-assigned application number (enter County-assigned application number (enter County-assigned application number) PORESS OF CORPORATION: (enter complete name, number, see Venture, LLC Avenue, NW, Suite 600 20015 ON OF CORPORATION: (check one statement) There are 10 or less shareholders, and all of the shareholders are class of stock issued by said corporation are listed below. There are more than 10 shareholders, but no shareholder owns 10 stock issued by said corporation, and no shareholders are listed be PHE SHAREHOLDER: (enter first name, middle initial, and last Ventures, LLC* imited Partnership* 0% or more of CRP Belvoir, LLC, the Applicant/Title Owner OFFICERS & DIRECTORS: (enter first name, middle initial, lage-President, Secretary, Treasurer, etc.) DRESS OF CORPORATION: (enter complete name, number, strong & Associates, Inc. e. #210 |

There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

[1]

(check if applicable)

| | DATE: JUN | 2 2014 | 172/11 |
|---|--|---|---------|
| for Application No. (a) | | affidavit is notarized) | 12361 |
| for Application No. (8): | (enter County-assigned | d application number (s)) | |
| NAME & ADDRESS O J. Davis Architects, PLLC 510 Glenwood Avenue Raleigh, NC 27603 | F CORPORATION: (enter co | omplete name, number, street, city, state, and zip | o code) |
| [/] There are [] There are class of s [] There are | more than 10 shareholders, and tock issued by said corporation a | of the shareholders are listed below. all of the shareholders owning 10% or more of are listed below. no shareholder owns 10% or more of any class of the shareholder owns 10% or more of the shareholders are listed below. | |
| Jeffrey T. Davis Neil T. Gray John T. Schelfe | REHOLDER: (enter first name awrence R. Zucchino Villiam D. Egan fartin A. Linn Lenneth D. Thompson | e, middle initial, and last name) | |
| | S & DIRECTORS: (enter first t, Secretary, Treasurer, etc.) | t name, middle initial, last name, and title, e.g. | · |
| NAME & ADDRESS OF CRP MF Fund Management, L 4750 Owings Mills Boulevard Owings Mills, MD 21117 | | aplete name, number, street, city, state, and zip of | |
| [/] There are class of s | more than 10 shareholders, and tock issued by said corporation a | of the shareholders are listed below. all of the shareholders owning 10% or more of are listed below. no shareholder owns 10% or more of any class | any |
| NAMES OF THE SHAR | EHOLDERS: (enter first name | e, middle initial, and last name) | |
| Lawrence M. Macks Josh E. Fidler | | | |
| | S & DIRECTORS: (enter firs t, Secretary, Treasurer, etc.) | t name, middle initial, last name, and title, e.g. | |
| (check if applicable) | There is more corporation "Rezoning Attachment to | n information and Par. 1(b) is continued further on Par. 1(b)" form. | ıa |

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| DATE: JUN 2 2014 (enter date affidavit is notarized) | 123612 |
| for Application No. (s): PCA/FDPA 2012-MV-007 | |
| (enter County-assigned application number (s)) | |
| NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, Bainbridge Communities Acquisition III, LLC 7700 Wisconsin Avenue, Suite 410 Bethesda, MD 20814 | , and zip code) |
| DESCRIPTION OF CORPORATION: (check one statement) [/] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% or no class of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of an stock issued by said corporation, and no shareholders are listed below. | |
| NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name) | |
| Bainbridge Holdings I, LLC, Member | |
| | |
| NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title President, Vice-President, Secretary, Treasurer, etc.) | · , |
| NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, a Bainbridge Holdings I, LLC 12765 West Forest Hill Boulevard, Suite 1307 Wellington, FL 33414 | nd zip code) |
| DESCRIPTION OF CORPORATION: (check one statement) [✓] There are 10 or less shareholders, and all of the shareholders are listed below. [] There are more than 10 shareholders, and all of the shareholders owning 10% or reclass of stock issued by said corporation are listed below. [] There are more than 10 shareholders, but no shareholder owns 10% or more of an of stock issued by said corporation, and no shareholders are listed below. | |
| NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name) Manager: RAS Manager, LLC Members: Schechter Operating Capital LLLP Bainbridge Investor, LLC Thomas J. Keady Robert W. Gaherty | |
| NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and tit President, Vice-President, Secretary, Treasurer, etc.) | le, e.g. |
| (check if applicable) [] There is more corporation information and Par. 1(b) is continued full "Rezoning Attachment to Par. 1(b)" form. | irther on a |

| | | DATE: | JUN | 2 2014 | 12360 |
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| for Application | n No. (s): | PCA/FDPA 20 | (enter date | affidavit is notarized) | - |
| io ippiiduoi | | (enter Co | ounty-assigned | application number (s |))) |
| NAME & ADI RAS Manager, LL 12765 West Fores Wellington, FL 33 | .C t Hill Boule | | ION: (enter co | mplete name, number, s | reet, city, state, and zip code) |
| DESCRIPTIO [/] [] | There are class of s There are | more than 10 shatock issued by sain more than 10 sha | holders, and all areholders, and id corporation a areholders, but 1 | of the shareholders are li all of the shareholders over the listed below. | vning 10% or more of any or more of any class of |
| NAMES OF T | HE SHA | REHOLDER: (| enter first name | e, middle initial, and last | name) |
| Richard A. Schech | ter | | | | |
| | PRESS OF | | | plete name, number, stre | et, city, state, and zip code) |
| _ | There are There are class of s There are | more than 10 shatock issued by sate more than 10 shate | nolders, and all careholders, and id corporation a areholders, but | of the shareholders are li all of the shareholders o | wning 10% or more of any 6 or more of any class |
| NAMES OF TI | HE SHAR | EHOLDERS: (| enter first name | , middle initial, and last | name) |
| Philip P. Tsitseklis | , Member/M | lanager | | | |
| | | S & DIRECTO t, Secretary, Tre | , | t name, middle initial, la | ====================================== |
| (check if applica | ble) | | | information and Par. 1(b Par. 1(b)" form. |) is continued further on a |

| | | DATE: | JUN | 2 2014 | | 173612 |
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| for Application No. | C) PCA | - (| enter date af | fidavit is notariz | ed) | , 000 10 |
| for Application No. | (s): <u>1 CF</u> | (enter Count | ty-assigned a | application numb | per(s)) | |
| NAME & ADDRES Canterbury Developmen 3020 Hamaker Court, Su Fairfax, VA 22031 | t, Inc. | RPORATION | N: (enter com | plete name, numb | per, street, city, state, and zip | code) |
| [] Ther class [] Ther | e are <u>10 or</u> e are <u>more</u> s of stock is e are <u>more</u> | less sharehold than 10 sharehold sued by said co than 10 shareh | ers, and all or olders, and all or olders, but no | f the shareholders I of the shareholded listed below. | ers owning 10% or more of a s 10% or more of any class o | |
| NAMES OF THE S Robert T. Gates Patricia J. M. Blackburn Richard J. Mazzucchelli Jeffrey G. Weaver | Jill F | OLDER: (ente Iudson Miller Hudson | er first name, | middle initial, and | l last name) | |
| NAMES OF OFFIC President, Vice-Pres Patricia J.M. Blackburn, Richard J. Mazzucchelli, | ident, Seco Sole Director | retary, Treasur President | | name, middle initia | al, last name, and title, e.g. | |
| NAME & ADDRES KAI Canterbury, Inc. 3020 Hamaker Court, Su Fairfax, VA 22031 | | PORATION: | (enter comp | lete name, number | r, street, city, state, and zip co | ode) |
| [] The clas | re are <u>10 or</u> re are <u>more</u> s of stock is re are <u>more</u> | less shareholde than 10 shareh ssued by said co than 10 shareh | ers, and all of colders, and a corporation are colders, but no | the shareholders of the sharehold listed below. | ers owning 10% or more of a some of a some of a some of any class | ıny |
| NAMES OF THE S | HAREHO | LDERS: (ente | r first name, | middle initial, and | last name) | |
| Kenneth A. Isen | | | | | | |
| NAMES OF OFFICE President, Vice-President, Vice-President, President, President, President A. Isen, Presiden | sident, Sec | retary, Treasu | rer, etc.) | ame, middle initi | al, last name, and title, e.g. | |
| (check if applicable) | [] | | | nformation and Parar. 1(b)" form. | r. 1(b) is continued further on | a |

Page Three

REZONING AFFIDAVIT JUN 2 2014

DATE: (enter date affidavit is notarized)

123612C

| for Application No. (s): | PCA/FDPA 2012-MV-007 | |
|--------------------------|---|--|
| | (enter County-assigned application number(s)) | |
| | | |

1(c). The following constitutes a listing*** of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102

(check if applicable)

[The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Equity Partners of McGuireWoods LLP

| Adams, John D. Alphonso, Gordon R. Anderson, Arthur E., II Anderson, Mark E. Andre-Dumont, Hubert Bagley, Terrence M. Barger, Brian D. Becker, Scott L. Becket, Thomas L. Belcher, Dennis I. | Bilik, R. E. Blank, Jonathan T. Boland, J. W. Brenner, Irving M. Brooks, Edwin E. Brose, R. C. Burk, Eric L. Busch, Stephen D. Cabaniss, Thomas E. Cacheris, Kimberly Q. | Capwell, Jeffrey R. Cason, Alan C. Chaffin, Rebecca S. Chapman, Jeffrey J. Cockrell, Geoffrey C. Covington, Peter J. Cramer, Robert W. Cromwell, Richard J. Culbertson, Craig R. Cullen, Richard (nmi) |
|--|--|--|
| Belcher, Dennis I. Bell, Craig D. | Cacheris, Kimberly Q. Cairns, Scott S. | Daglio, Michael R. |
| | | |

(check if applicable) [1] There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed. Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

| | DATE: | NUL | 2 2014 | 123612 |
|--------------------------|-------------|--------------------------|-------------------------|--------|
| for Application No. (s): | PCA/FDPA 20 | (enter date at 12-MV-007 | fidavit is notarized) | |
| ** | | | application number (s)) | |

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102

(check if applicable) [] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

| Dickerman, Dorothea W. DiMattia, Michael J. Dooley, Kathleen H. Downing, Scott P. Edwards, Elizabeth F. Ensing, Donald A. Ey, Douglas W., Jr. Farrell, Thomas M. Feller, Howard (nmi) | Harmon, Jonathan P. Harmon, T. C. Hartsell, David L. Hatcher, J. K. Hayden, Patrick L. Hayes, Dion W. Heberton, George H. Hedrick, James T., Jr. Horne, Patrick T. | Kobayashi, Naho (nmi) Konia, Charles A. Kratz, Timothy H. Kromkowski, Mark A. Krueger, Kurt J. Kutrow, Bradley R. La Fratta, Mark J. Lamb, Douglas E. Lias-Booker, Ava E. Little, Nancy R. |
|---|--|--|
| Finkelson, David-E. | Hornyak, David J. | Long, William M. |
| Foley, Douglas M. | Hosmer, Patricia F. | Manning, Amy B. |
| Fox, Charles D., IV | Hutson, Benne C. | Marianes, William B. |
| Franklin, Ronald G. | | Marshall, Gary S. |
| Fratkin, Bryan A. | Jackson, J. B. | Marshall, Harrison L., Jr. |
| Freedlander, Mark E. | Jewett, Bryce D., III | Marsico, Leonard J. |
| Freeman, Jeremy D. | -Jordan, Hilary P. | Martin, Cecil E., III |
| Fuhr, Joy C. | Justus, J. B. | Martin, George K. |
| Gambill, Michael A. | Kahn, Brian A. | Martinez, Peter W. |
| Gibson, Donald J., Jr. | Kanazawa, Sidney K. | Mason, Richard J. |
| Glassman, Margaret M. | Kane, Matthew C. | Mathews, Eugene E., III |
| Glickson, Scott L. | Kang, Franklin D. | Mayberry, William C. |
| Gold, Stephen (nmi) | Kannensohn, Kimberly J. | McDonald, John G. |
| Goldstein, Philip (nmi) | Katsantonis, Joanne (nmi) | McFarland, Robert W. |
| Grant, Richard S. | Keeler, Steven J. | McGinnis, Kevin A. |
| Greenberg, Richard T. | Kerr, James Y., II | McIntyre, Charles W. |
| Greene, Christopher K. | Kilpatrick, Gregory R. | McKinnon, Michele A. |
| Greenspan, David L. | King, Donald E. | McLean, J. D. |
| Gresham, A. B. | Kittrell, Steven D. | McRill, Emery B. |
| | | |

9 2014

| | DATE: | JUN | A LUIT | |
|--------------------------|-------------|-------------|-------------------------|--|
| | - | (enter date | affidavit is notarized) | |
| for Application No. (s): | PCA/FDPA 20 | 012-MV-007 | | |
| | | | application number (s)) | |

123612C

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP 1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102

(check if applicable) [1] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

Steen, Bruce M. Michalik, Christopher M. Riegle, Gregory A. Stein, Marta A. Milianti, Peter A. Riley, James B., Jr. Stone, Jacquelyn E. Miller, Amy E. Riopelle, Brian C. Roberts, Manley W. Swan, David I. Moldovan, Victor L. Muckenfuss, Robert A. Robinson, Stephen W. Symons, Noel H. Tackley, Michael O. Mullins, P. T. Roeschenthaler, Michael J. Rogers, Marvin L. Tarry, Samuel L., Jr. Murphy, Sean F. Thanner, Christopher J. Nahal, Hardeep S. Rohman, Thomas P. Thornhill, James A. Natarajan, Rajsekhar (nmi) Ronn, David L. Neale, James F. Rosen, Gregg M. . Van Horn, James E. Vaughn, Scott P. Nesbit,-Christopher-S.-Rust, Dana L. Vick, Howard C., Jr. Satterwhite, Rodney A. Newhouse, Philip J. O'Grady, John B. Scheurer, P. C. Viola, Richard W. Oakey, David N. Schewel, Michael J. Wade, H. L., Jr. Older, Stephen E. Schmidt, Gordon W. Walker, John T., IV Walker, Thomas R. Oostdyk, Scott C. Sellers, Jane W. Padgett, John D. Shelley, Patrick M. Walker, W. K., Jr. Westwood, Scott E. Parker, Brian K. Simmons, L. D., II Perzek, Philip J. Simmons, Robert W. Whelpley, David B., Jr. White, H. R., III Phillips, Michael R. Slaughter, D. F. White, Walter H., Jr. Pryor, Robert H. Slone, Daniel K. Wilburn, John D. Pusateri, David P. Spahn, Thomas E. Williams, Steven R. Rak, Jonathan P. Spitz, Joel H. Reid, Joseph K., III Spivey, Angela M. Woodward, Michael B. Wren, Elizabeth G. Richardson, David L. Stallings, Thomas J.

| | DATE: | JUN | 2 2014 | 1236120 |
|---------------------------|-----------------|---------------------|---------------------------|---------|
| for Application No. (s): | PCA/FDPA 2012-N | iter date IV-007 | affidavit is notarized) | |
| Tot Application 140. (3). | (enter County | -assigned | d application number (s)) | |

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)
McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800

(check if applicable) [1] The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

(Former Equity Partner List)

McElligott, James P. Young, Kevin J.

Tysons Corner, VA 22102

| | Rezo | ning Attac | hment to Par. 1(c) | rageor |
|---|-------------|---------------------------|------------------------------------|----------------------------------|
| | DATE: | JUN | 2 2014 | 172/1 |
| for Application No. (s): PC | | (enter date a 2-MV-007 | affidavit is notarized) | (23612 |
| | (enter Cour | nty-assigned | application number (s)) | |
| PARTNERSHIP NAME & CRP Multi-Family Fund A, L.P. 4750 Owings Mills Boulevard Owings Mills, MD 21117 | a ADDRESS: | (enter com | plete name & number, str | eet, city, state & zip code) |
| (check if applicable) [] | The above- | -listed partne | ership has <u>no limited partı</u> | ners. |
| NAMES AND TITLES OF General Partner, Limited 1 | | | | ial, last name, and title, e.g., |
| General Partner: | | | | |
| CRP MF Fund Management, LLC | | | | |
| Limited Partner: | | | | |
| Josh E. Fidler Morton J. Macks Family Limited Partnership* Genine Macks Fidler Andrew & Lisa Lipsman, as Tenant | to h., the | | | |
| Entireties - M-L Three, LLC* | is by the | | | |
| Dawn L. Cooke Irrevocable Trust* Stephen L. & Catherine M. Owen, a Tenants by the Entireties John A. Golieb Steven & Arlene Kesler, as Tenants Entireties Lerner Holdings, LLC* D. Keith Campbell | | | | |
| Grimm Enterprises LLC* M. Ronald Lipman | | | | |

*Does not own 10% or more CRP Belvoir, LLC, the Applicant/Title Owner.

Trapezoid II Limited Liability Company* CRT LLC*

Lawrence M. Macks

Page 5 of 8

| DATE: JUN 2 2014 (enter date affidavit is notarized) for Application No. (s): PCA/FDPA 2012-MV-007 | 23612 |
|---|------------|
| (enter County-assigned application number (s)) | |
| PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip Schechter Operating Capital LLLP 12765 West Forest Hill Boulevard, Suite 1307 Wellington, FL 33414 | code) |
| (check if applicable) [] The above-listed partnership has <u>no limited partners</u> . | |
| NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and to General Partner, Limited Partner, or General and Limited Partner) | tle, e.g., |
| General and Limited Partner; | |
| Richard A. Schechter | |
| | |

| (enter date affidavit is notarized) for Application No. (s): PCA/FDPA 2012-MV-007 (enter County-assigned application number (s)) PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code) Canterbury Associates L.P. 3020 Hamaker Court, Suite 301 | J |
|---|---|
| (enter County-assigned application number (s)) PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code) Canterbury Associates L.P. 3020 Hamaker Court, Suite 301 | |
| Canterbury Associates L.P. 3020 Hamaker Court, Suite 301 | |
| Fairfax, VA 22031 | |
| (check if applicable) [] The above-listed partnership has <u>no limited partners</u> . | |
| NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner) | |
| Canterbury Development, Inc., Managing General Partner | |
| . KAI Canterbury, Inc., General Partner | |
| Limited Partner: | |
| Isen Canterbury Limited Partnership GHA-Canterbury L.P. | |
| | |

Page 7 of 8

Rezoning Attachment to Par. 1(c)

| | DATE: | JUN | 2 2014 | 12341 |
|--|--------------|----------------------------|-----------------------------|--|
| for Application No. (s): | | (enter date at 2-MV-007 | ffidavit is notarized) | |
| | | | application number | (s)) |
| PARTNERSHIP NAM | E & ADDRESS: | (enter comp | lete name & number | r, street, city, state & zip code) |
| Isen Canterbury Limited Partn 3020 Hamaker Court, Suite 30 Fairfax, VA 22031 | • | | | |
| (check if applicable) [|] The above- | listed partner | rship has <u>no limited</u> | partners. |
| NAMES AND TITLES General Partner, Limit | | • | | e initial, last name, and title, e.g., |
| General and Limited Partners: | | | V | |
| Kenneth A. Isen Harold B. Isen Charles S. Isen | | | | |

| • | DATE: | JUN | 2 2014 | | 173560 |
|---|--------------------|-------------|---|------------------------|---------------------|
| for Application No. (s): PC | (e A/FDPA 2012- | MV-007 | ffidavit is notarized | | ,200 |
| | (enter County | y-assigned | application number | · (s)) | |
| PARTNERSHIP NAME & | a ADDRESS: (| enter comp | olete name & numbe | er, street, city, stat | e & zip code) |
| GHA-Canterbury L.P. 3020 Hamaker Court, Suite 301 Fairfax, VA 22031 | | | | | |
| (check if applicable) [] | The above-li | sted partne | rship has <u>no limited</u> | l partners. | |
| NAMES AND TITLES OF General Partner, Limited General and Limited Partners: | | | | le initial, last nam | e, and title, e.g., |
| Estate of Charles E. Hudson for the of Jill Hudson Miller and Dana Hud | | | | | |
| Robert T. Gates Patricia J. M. Blackburn Richard J. Mazzucchelli Jeffrey G. Weaver Alan R. Beckett Steven Melko | | | | | |
| Sieven Merko | | | | | |
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| (check if applicable) [] | | | nip information and to Par. 1(c)" form. | Par. 1(c) is contin | nued further on a |

Page Four

REZONING AFFIDAVIT

2 2014 JUN

123612c

DATE: (enter date affidavit is notarized) for Application No. (s): PCA/FDPA 2012-MV-007

(enter County-assigned application number(s)) 1(d). One of the following boxes must be checked: In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT **PURCHASER**, or **LESSEE*** of the land:

- Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land.
- 2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

NONE

(check if applicable) There are more interests to be listed and Par. 2 is continued on a [] "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

| | DATE: JUN 2 2014 (enter date affidavit is notarized) | 123612 |
|---------------------|---|---|
| | | 10040 |
| for A | Application No. (s): PCA/FDPA 2012-MV-007 (enter County-assigned application number(s)) | |
| ==== | (enter County-assigned application number(s)) | |
| 3. | That within the twelve-month period prior to the public hearing of this applicati Fairfax County Board of Supervisors, Planning Commission, or any member of household, either directly or by way of partnership in which any of them is a par or attorney, or through a partner of any of them, or through a corporation in whi officer, director, employee, agent, or attorney or holds 10% or more of the outst of stock of a particular class, has, or has had any business or financial relationsh ordinary depositor or customer relationship with or by a retail establishment, pu including any gift or donation having a value of more than \$100, singularly or in any of those listed in Par. 1 above. | his or her immediate rtner, employee, agent, ich any of them is an anding bonds or shares hip, other than any blic utility, or bank, |
| | EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line | e below.) |
| | Donald E. King of McGuireWoods LLP donated in excess of \$100 to John Foust. | |
| | | |
| | (NOTE: Business or financial relationships of the type described in this parage the filing of this application and before each public hearing must be public hearings. See Par. 4 below.) | |
| | (check if applicable) [] There are more disclosures to be listed and Par. 3 i "Rezoning Attachment to Par. 3" form. | s continued on a |
| 4. | That the information contained in this affidavit is complete, that all partne and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CC PURCHASER, or LESSEE* of the land have been listed and broken down and every public hearing on this matter, I will reexamine this affidavit and or supplemental information, including business or financial relationships in Paragraph 3 above, that arise on or after the date of this application. | ONTRACT , and that prior to eacl provide any changed |
| === WIT | TNESS the following signature: | |
| | (his about | Authorized Agent |
| | Lori R. Greenlief, Land Use Planner (type or print first name, middle initial, last nam | e, and title of signee) |
| Subs of <u>\</u> | scribed and sworn to before me this 2nd day of June 2014 | , in the State/Comm. |
| | Flav 12 D. 14 Notary Publ | Challe lic |
| Му | commission expires: 5/31/2016 Grace | E. Chae |
| M ORM | M RZA-1 Updated (7/1/06) Commonwe | paith of Virginia ry Public n No. 7172971 n Expires 5/31/2016 |